

## **CORPORATE GOVERNANCE GUIDELINES**

### **INTRODUCTION**

The board of directors of the Corporation (the “Board of Directors” or the “Board”) is committed to fulfilling its statutory mandate to supervise the management of the business and affairs of the Corporation with the highest standards of ethical conduct and in the best interests of the Corporation, its shareholders, and other stakeholders. The Board, acting on the recommendation of its Compensation, Corporate Governance and Nominating Committee (the “**CCGNC**”), has adopted these corporate governance guidelines to promote the effective functioning of the Board and its committees, to promote the interests of shareholders, and to establish a common set of expectations as to how the Board, its committees, individual directors and senior management should perform their functions.

The following schedules are attached to these guidelines and form a part hereof:

Schedule 1	-	Board of Directors Charter
Schedule 2	-	Position Description for Chairman of the Board
Schedule 3	-	Position Description for Lead Director of the Board
Schedule 4	-	CCGNC Charter
Schedule 5	-	Position Description for CCGNC Chair
Schedule 6	-	Audit Committee Charter
Schedule 7	-	Position Description of Audit Committee Chair
Schedule 8	-	Position Description for Chief Executive Officer

### **GUIDELINES**

#### **Board of Directors’ Responsibilities**

The business and affairs of the Corporation are managed by or under the supervision of the Board in accordance with applicable legislation, regulatory requirements and policies of the Canadian Securities Administrators. The responsibility of the Board is to provide direction, oversight, and overall stewardship for the Corporation. The Board approves the strategic direction of the Corporation and oversees the performance of the Corporation’s business and senior management. The senior management of the Corporation is responsible for presenting long-term strategic plans to the Board for review and approval and for implementing the Corporation’s strategic direction.

The Board also expects management to report short-term results and long-term goals, on a frequent and timely basis. The Board receives regular input and reports from management through the President and Chief Executive Officer, as well as from the Vice President Finance and Chief Financial Officer and other members of senior management.

In performing their duties, the primary responsibility of the directors is to exercise their business judgment in what they reasonably believe to be the best interests of the Corporation. In discharging that obligation, directors rely on the honesty and the integrity of the Corporation’s senior management and outside advisors and auditors.

In fulfilling its statutory mandate and discharging its duty of stewardship of the Corporation, the Board assumes explicit responsibility for the matters set forth in its Charter.

The Corporation has agreed to indemnify the members of the Board and senior management to the fullest extent permitted by law in respect of claims and liabilities they may become subject to in fulfilling their duties, and, in addition, maintains directors’ and officers’ liability insurance coverage as a further measure of protection.

### **Board Size**

It is the current view of the Board that the Board should consist of no more than six members to facilitate its effective functioning.

### **Chairman of the Board**

The Chairman of the Board carries out his or her responsibilities in accordance with the position description for the Chairman of the Board.

If the current Chairman of the Board is not independent, in keeping with good corporate governance practices and under the terms of the Corporation's director independence rules, the Board will appoint an independent member of the Board as Lead Director. The Lead Director position is designed to ensure that the Board remains independent of the Corporation's management, and the Lead Director carries out the mandate set out in the Lead Director position description.

### **Selection of Directors**

As provided in the CCGNC's Charter, the CCGNC is responsible for identifying and recommending to the Board of Directors individuals qualified to become members of the Board, based primarily on the following criteria:

- judgment, character, expertise, skills and knowledge useful to the oversight of the Corporation's business,
- diversity of viewpoints, backgrounds, experiences and other demographics,
- business or other relevant experience, and
- the extent to which the interplay of the individual's expertise, skills, knowledge and experience with that of other members of the Board will build a board that is effective, collegial and responsive to the needs of the Corporation.

The CCGNC is also responsible for initially assessing whether a candidate would be independent (and in that process applying the "Categorical Standards for Determining Independence of Directors" that are appended to the Board of Directors Charter) and advising the Board of that assessment.

The Board of Directors, taking into consideration the recommendations of the CCGNC, is responsible for selecting the nominees for election to the Board, for appointing directors to fill vacancies, and determining whether a nominee or appointee is independent.

### **Committee Membership**

Each of the Audit Committee and the CCGNC is composed of no fewer than three members, each of whom satisfy the membership criteria set out in the relevant committee charter. Members of committees are appointed by the Board of Directors upon the recommendation of the CCGNC. A director may serve on more than one committee and committee membership may be rotated periodically as necessary or advisable. The Board, taking into account the recommendation of the CCGNC, designates one member of each committee as chair of that committee. Committee chairs carry out their responsibilities in accordance with their respective position descriptions. Committee chairs may be rotated periodically as well.

## **Evaluating Board of Directors and Committee Performance**

The CCGNC conducts an annual assessment of the effectiveness of the Board, of each of the committees, and of individual directors.

## **Board and Committee Meetings**

The Board and each committee meet as provided in their respective charters.

An agenda for each meeting of the Board and each committee meeting is provided to each director and each member of the relevant committee. Any director or member of a committee may suggest the inclusion of subjects on the agenda of meetings of the Board or a committee. Each director and each member of a committee is free to raise at a meeting of the Board or a committee meeting, respectively, subjects that are not on the agenda for that meeting.

Materials provided to the directors for meetings of the Board and committee meetings provide the information needed for the directors and members of the committee, respectively, to make informed judgments or engage in informed discussions.

To ensure free and open discussion and communication among directors, the independent directors meet in *in camera* sessions (an *in camera* session is a portion of a meeting with no members of senior management or non-independent directors present) after every regularly scheduled meeting of the Board and otherwise as those directors determine. The Lead Director presides at these *in camera* sessions, unless the directors present at such meetings determine otherwise. Any interested party may communicate directly with the Lead Director, who may, in his or her discretion, invite such person to attend and address an *in camera* session.

Unless the chair of a committee otherwise determines, the agenda, materials and minutes for each committee meeting will be available on request to all directors, and all directors will be free to attend any committee meeting. Meetings of a committee often hold an *in camera* session which are limited to committee members and other persons that the committee invites to attend the *in camera* session. At any time in a meeting of a committee, directors who are not members may be asked to leave the meeting to ensure free and open discussion and communication among members of the committee. It is at the Board's discretion as to whether directors who are not members of a committee will be compensated for attending meetings of that committee.

## **Director Compensation**

As provided for in the CCGNC Charter, the form and amount of director compensation will be determined by the Board from time to time upon the recommendation of the CCGNC.

## **Expectations of Directors**

The Board has developed a number of specific expectations of directors to promote the discharge by the directors of their responsibilities and to promote the efficient conduct of the Board.

***Commitment and Attendance.*** All directors should strive to attend all meetings of the Board and the committees of which they are members. Attendance by telephone or video conference may be used when necessary to facilitate a director's attendance.

***Participation in Meetings.*** Each director should be sufficiently familiar with the business of the Corporation, including its financial statements and capital structure, and the risks it faces, to ensure active and effective participation in the deliberations of the Board and of each committee on which he or she serves.

***Loyalty and Ethics.*** In their roles as directors, all directors owe a duty of loyalty to the Corporation. This duty of loyalty mandates that the best interests of the Corporation take precedence over any other interest possessed by a director. Directors should conduct themselves in accordance with the Corporation's Code of Conduct and Business Ethics.

***Contact with Senior Management and Employees.*** All directors should be free to contact any of the members of the Corporation's senior management at any time to discuss any aspect of the Corporation's business. The Board expects that there will be frequent opportunities for directors to meet with members of senior management in meetings of the Board and committees, or in other formal or informal settings.

***Confidentiality.*** The proceedings and deliberations of the Board and its committees are confidential. Each director will maintain the confidentiality of information received in connection with his or her service as a director.

### **Orientation and Continuing Education**

Senior management, working with the Board of Directors, will provide appropriate orientation and education for new directors to familiarize them with the Corporation and its business, as well as the expected contribution of individual directors. All new directors will participate in this program orientation and education, which should be completed within four months of a director first joining the Board. In addition, senior management will schedule periodic presentations for the Board to ensure they are aware of major business trends and industry practices as and when required.

## Schedule 1 - Board of Directors Charter

**CRESCITA THERAPEUTICS INC.**  
**(the “Corporation”)**

**BOARD OF DIRECTORS CHARTER**

### 1. PURPOSE

The board of directors (the “Board of Directors” or the “Board”) is elected by the Corporation’s shareholders to supervise the management of the business and affairs of the Corporation, in the best interests of the Corporation. The Board of Directors shall:

- a) Review and approve the strategic plan and business objectives of the Corporation that are submitted by senior management and monitor the implementation by senior management of the strategic plan. During at least one meeting each year, the Board will review the Corporation’s long-term strategic plans and the principal issues that the Corporation expects to face in the future.
- b) Review the principal strategic, operational, reporting and compliance risks for the Corporation and oversee, with the assistance of the Audit Committee, the implementation and monitoring of appropriate risk management systems and the monitoring of risks.
- c) Ensure, with the assistance of the Compensation, Corporate Governance and Nominating Committee (the “CCGNC”), the effective functioning of the Board and its committees in compliance with applicable corporate governance requirements, and that such compliance is reviewed periodically by the CCGNC.
- d) Ensure internal controls and management information systems for the Corporation are in place and are evaluated and reviewed periodically on the initiative of the Audit Committee.
- e) Assess the performance of the Corporation’s senior management and periodically monitor the compensation levels of such senior management based on determinations and recommendations made by the CCGNC.
- f) Ensure that the Corporation has in place a policy for effective communication with shareholders, other stakeholders and the public generally.
- g) Review and, where appropriate, approve the recommendations made by the various committees of the Board.

### 2. COMPOSITION

The Board of Directors collectively should possess a broad range of skills, expertise, industry and other knowledge, and business and other experience useful to the effective oversight of the Corporation’s business. The Board should be comprised of that number of individuals which will permit the Board’s effective functioning. It is the current view of the Board that the Board should consist of no more than six members. The appointment and removal of directors shall occur in accordance with the *Business Corporations Act* (Ontario) and the Corporation’s by-laws. A majority of the Board should meet the independence requirements of applicable legislation, regulatory requirements and policies of the Canadian Securities Administrators. The Board has adopted a set of categorical standards for determining whether directors satisfy those requirements for independence. A copy of those standards is attached as Appendix A.

The Board, upon the recommendation of the CCGNC, shall designate the Chairman of the Board and Lead Director by majority vote of the Board.

### **3. MEETINGS**

- a) The Board of Directors shall meet at least four times each year and more frequently as circumstances require.
- b) All members of the Board should strive to be at all meetings. The Board may request any member of the Corporation's senior management or any of the Corporation's outside advisors or auditor to attend meetings of the Board.
- c) The Board will also meet in camera at each of its regularly scheduled meetings.
- d) The Board shall keep minutes of each meeting of the Board.
- e) The Board, or any member thereof, may periodically separately meet with senior management and may request any of the Corporation's outside advisors or auditor to attend such meetings.

### **4. COMMITTEES**

- a) The Board of Directors may delegate authority to individual directors and committees where the Board determines it is appropriate to do so.
- b) The Board expects to accomplish a substantial amount of its work through committees and shall form at least the following two committees: the Audit Committee and the CCGNC.
- c) The Board may, from time to time, establish or maintain additional standing or special committees as it determines to be necessary or appropriate.
- d) Each committee should have a written charter and should report regularly to the Board, summarizing the committee's actions and any significant issues considered by the Committee.

### **5. INDEPENDENT ADVICE**

In discharging its mandate, the Board shall have the authority to retain (and authorize the payment by the Corporation of) and receive advice from special legal, accounting or other advisors as the Board determines to be necessary to permit it to carry out its duties.

### **6. ANNUAL EVALUATION**

Annually, the Board through the CCGNC shall, in a manner it determines to be appropriate:

- a) Conduct a review and evaluation of the performance of the Board and its members and committees, including the compliance of the Board with this Charter. This evaluation will focus on the contribution of the Board to the Corporation and specifically focus on areas in which the directors and senior management believe that the contribution of the Board could be improved.
- b) Review and assess the adequacy of this Charter and the position description for the Chairman of the Board and Lead Director and make any improvements the Board determines to be appropriate.

## APPENDIX A

### **CATEGORICAL STANDARDS FOR DETERMINING INDEPENDENCE OF DIRECTORS**

For a director to be considered independent under the rules of the Canadian Securities Administrators, he or she must have *no direct or indirect material relationship with the Corporation*, being a relationship that could, in the view of the Board of Directors, reasonably interfere with the exercise of a director's independent judgement.

The Board of Directors, upon the recommendation of the CCGNC, has considered the types of relationships that could reasonably be expected to be relevant to the independence of a director of the Corporation. The Board of Directors has determined that:

1. A director's interests and relationships arising solely from his or her (or any immediate family members<sup>1</sup>) shareholdings in the Corporation are not, in and of themselves, a bar to independence.
2. Unless a specific determination to the contrary is made by the CCGNC as a result of there being another direct or indirect material relationship with the Corporation, a director will be independent unless currently, or at any time within the past three years, he or she or any immediate family member:
  - Employment: Is (or has been) an officer or employee (or, in the case of an immediate family member, an executive officer) or (in the case of the director only) of the Corporation or any of its subsidiaries (collectively, the "**Corporation Group**") or is actively involved in the day-to-day management of the Corporation;
  - Direct Compensation: Receives (or has received) direct compensation during any twelve-month period from the Corporation Group (other than director fees and committee fees and pension or other forms of deferred compensation for prior service, provided it is not contingent on continued service);<sup>2</sup>
  - Auditor Relationship. Is (or has been) a partner or employee of a firm that is the Corporation's auditor (provided that in the case of an immediate family member, he or she participates in its audit, assurance or tax compliance (but not tax planning practice) and if during that time, he or she or an immediate family member was a partner or employee of that firm but no longer is such, he or she or the immediate family member personally worked on the Corporation's audit;
  - Material Commercial Relationship. Has (or has had), or is an executive officer, employee or significant shareholder of a person that has (or has had), a significant commercial relationship with the Corporation Group;
  - Cross-Compensation Committee Link. Is employed as an executive officer of another entity whose compensation committee (or similar body) during that period of employment included a current executive officer of the Corporation; or
  - Material Association. Has (or has had) a close association with an executive officer of the Corporation.

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<sup>1</sup> A spouse, parent, child, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, or (ii) any person (other than domestic employees) who shares that director's home.

<sup>2</sup> Employment as an interim chair or an interim Chief Executive Officer need not preclude a director from being considered independent following the end of that employment. Receipt of compensation by an immediate family member need not preclude a director from being independent if that family member is a non-executive employee.



Notwithstanding the foregoing, no director will be considered independent if applicable securities legislation, rules or regulations expressly prohibit such person from being considered independent.

## Schedule 2 - Position Description for Chair of the Board

**CRESCITA THERAPEUTICS INC.**  
(the “Corporation”)

**CHAIRMAN OF THE BOARD OF DIRECTORS**

**POSITION DESCRIPTION**

The Chairman of the Board is a director who is designated by the board of directors of the Corporation (the “Board of Directors” or the “Board”) to assist the Board of Directors in fulfilling its duties effectively and efficiently.

The designation of the Chairman of the Board shall take place annually at the first meeting of the Board after the meeting of the shareholders at which directors are elected. In the event that the designation is not so made, the director who is then serving as Chairman of the Board shall continue as Chairman of the Board until his or her successor is appointed.

**Chairman of the Board**

The responsibilities of the Chairman of the Board include:

- acting as a liaison between the Board and management,
- promoting a thorough understanding by members of the Board and senior management of the duties and responsibilities of the Board,
- recommending procedures to enhance the work of the Board and cohesiveness among directors,
- ensuring that the Board is appropriately involved in approving strategy and supervising senior management’s progress against achieving that strategy,
- in connection with meetings of the Board:
  - taking the principal initiative in scheduling meetings of the Board,
  - organizing and presenting the agenda for Board meetings such that,
    - all of the responsibilities assigned to the Board under the terms of its Charter are discharged on a timely and diligent basis, and
    - members of the Board have input into the agendas,
  - monitoring the adequacy of materials provided to the Board by senior management in connection with the Board deliberations,
  - ensuring that members of the Board have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Board, and
  - presiding over meetings of the Board,

- on an annual basis, facilitating the annual performance review and evaluation of the Board and its members in accordance with its Charter and facilitating the assessment of the adequacy of the Charter, and performing such other functions as may be ancillary to the duties and responsibilities described above and as may be delegated to the Chairman of the Board by the Board from time to time.

## **Schedule 3 - Position Description for Lead Director of the Board**

**CRESCITA THERAPEUTICS INC.**  
(the “Corporation”)

### **LEAD DIRECTOR OF THE BOARD**

#### **POSITION DESCRIPTION**

The lead director (the “Lead Director”) is an “independent” director who is designated by the board of directors of the Corporation (the “Board of Directors” or the “Board”) in the event the Chairman of the Board is deemed not to meet the “Categorical Standards for Determining Independence of Directors”. The Lead Director will assist the Board of Directors in fulfilling its duties independent of management. The Lead Director role also exists to ensure that directors have an independent leadership contact.

The Board of Directors shall review and assess the adequacy of this position description as required from time to time and approve any changes it deems appropriate.

#### **OFFICE**

The designation of the Lead Director shall take place annually at the first meeting of the Board after the meeting of the shareholders at which directors are elected. In the event that the designation is not so made, the director who is then serving as Lead Director shall continue as Lead Director until his or her successor is appointed.

#### **REMUNERATION**

The Lead Director shall receive such remuneration as the Board may determine from time to time.

#### **INDEPENDENCE**

The Lead Director shall meet the Corporation’s “Categorical Standards for Determining Independence of Directors”, and be free of any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgement as the Lead Director.

#### **RESPONSIBILITIES**

The responsibilities of the Lead Director include:

- acting as an independent liaison between the Board and senior management,
- together with the Chairman of the Board, promoting a thorough understanding by members of the Board and management of the duties and responsibilities of the Board,
- together with the Chairman of the Board, recommending procedures to enhance the work of the Board,
- working with the Chairman of the Board to ensure that the Board is appropriately involved in approving strategy and supervising management’s progress against achieving that strategy,
- ensuring that independent directors have had adequate opportunities to discuss issues without management present,

- communicating to senior management, as appropriate, the results of private discussions among independent directors,
- together with the Chairman of the Board, in connection with meetings of the Board:
  - scheduling meetings of the Board,
  - organizing and presenting the agenda for Board meetings such that,
    - all of the responsibilities assigned to the Board under the terms of its Charter are discharged on a timely and diligent basis, and
    - members of the Board have input into the agendas,
  - monitoring the adequacy of materials provided to the Board by management in connection with the Board deliberations,
  - ensuring that members of the Board have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Board,
  - presiding over meetings of the Board where the Chairman of the Board is not in attendance, and
  - presiding over executive meetings of the Board, its non-management directors and its independent directors,
- on an annual basis, facilitating the annual performance review and evaluation of the Board and its members in accordance with its Charter and facilitating the assessment of the adequacy of the Charter,
- presiding over meetings of the Corporation's shareholders when the Chairman of the Board is absent or when the Board determines the Lead Director should do so, and
- performing such other functions as may be ancillary to the duties and responsibilities described above and as may be delegated to the Lead Director by the Board from time to time.

## Schedule 4 - CCGNC Charter

**CRESCITA THERAPEUTICS INC.**  
**(the “Corporation”)**

**COMPENSATION, CORPORATE GOVERNANCE AND  
NOMINATING COMMITTEE CHARTER**

### **1. PURPOSE**

The Compensation, Corporate Governance and Nominating Committee (the “**CCGNC**”) is appointed by the board of directors of the Corporation (“the Board of Directors” or the “Board”) to, when necessary or appropriate, and to the extent not otherwise being considered and addressed by the Board of Directors:

- a) recruit, develop and retain senior management;
- b) conduct performance evaluations and determine compensation of senior management;
- c) develop succession planning systems and processes relating to senior management;
- d) develop a compensation structure for the Board and senior management, including salaries, annual and long-term incentive plans and plans involving share options, share issuances and share unit awards;
- e) deal with all material benefit plan matters;
- f) develop to the Board appropriate corporate governance principles for the Corporation;
- g) develop procedures for the conduct of Board meetings, and the proper discharge of the Board’s mandate;
- h) oversee periodic reviews of the Board’s, its committees’ and individual directors’ performance and the assessment of the Board’s and committees’ charters;
- i) undertake such other initiatives to enable the Board to provide effective corporate governance;
- j) develop criteria for selecting new directors;
- k) assist the Board by identifying individuals qualified to become members of the Board (consistent with criteria approved by the Board);
- l) develop a list of director nominees for the annual meeting of shareholders and for each committee of the Board and the chair of each committee; and
- m) make recommendations, if required, to the Board with respect to the matters listed above.

## **2. REPORTS**

- a) The CCGNC shall report to the Board on a regular basis, and in any event at least annually.
- b) The CCGNC shall prepare a report on the Corporation's system of corporate governance practices for inclusion in the management information circular or other public disclosure documents of the Corporation.
- c) The CCGNC also shall prepare a report disclosing the extent (if any) to which the Corporation does not comply with the corporate governance guidelines of applicable legislation, regulatory requirements and policies of the Canadian Securities Administrators.

## **3. COMPOSITION**

- a) The members of the CCGNC shall be three directors who are appointed (and may be replaced) by the Board.
- b) The appointment of members of the CCGNC shall take place annually at the first meeting of the Board after the meeting of shareholders at which directors are elected. In the event the appointment of members of the CCGNC is not so made, the directors who are then serving as members of the CCGNC shall continue as members of the CCGNC until their successors are appointed.
- c) The Board may appoint a member to fill a vacancy that occurs in the CCGNC between annual elections of directors. Any member of the CCGNC may be removed from the CCGNC by a resolution of the Board of Directors. Unless the Chair is appointed by the Board, the members of the CCGNC may designate a Chair by majority vote of the members of the CCGNC.
- d) The majority of the members of the CCGNC shall meet the Corporation's "Categorical Standards for Determining Independence of Directors". Each member of the CCGNC shall have or develop an understanding of corporate governance principles and practices.

## **4. LIMITATIONS ON CCGNC'S DUTIES**

In contributing to the Committee's discharge of its duties, each member of the Committee shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended or may be construed as imposing on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which any member of the Board may be otherwise subject.

Members of the Committee are entitled to rely, absent actual knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, (ii) the accuracy and completeness of the information provided or representations made, and (iii) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

## 5. RESPONSIBILITIES

a) The CCGNC shall, when necessary or appropriate, and to the extent not otherwise being considered and addressed by the Board:

i. **Corporate Governance and Compliance**

1. review from time to time the size of the Board and number of directors who are independent for the purpose of applicable requirements,
2. periodically review the adequacy of the Corporate Governance Guidelines and Code of Conduct and Business Ethics of the Corporation and determine any proposed changes to those Guidelines or that Code to the Board for approval,
3. be responsible for granting any waivers from the application of the Corporation's Code of Conduct and Business Ethics and review senior management's monitoring of compliance with that Code,
4. periodically review the practices of the Board (including separate meetings of non-management directors and of independent directors) to ensure compliance with the Corporate Governance Guidelines of the Corporation, periodically review the powers, mandates and performance, and the membership of the various committees of the Board,
5. periodically review the relationship between senior management and the Board with a view to ensuring that the Board is able to function independently of senior management, and
6. make recommendations, if required, to the Board with respect to the matters listed above.

ii. **Compensation**

1. At least annually, review with the Chief Executive Officer the long-term goals and objectives of the Corporation which are relevant to the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives, determine and recommend to the independent directors for approval, the Chief Executive Officer's compensation based on that evaluation, and report to the Board of Directors thereon. In determining the Chief Executive Officer's compensation, the CCGNC shall consider the Corporation's performance, the value of similar incentive awards to Chief Executive Officers at comparable companies, and the awards given to the Chief Executive Officer in past years, with a view to maintaining a compensation program for the Chief Executive Officer at a fair and competitive level, consistent with the best interests of the Corporation,
2. at least annually, in consultation with the Chief Executive Officer, review the compensation of all members of senior management other than the Chief Executive Officer, with a view to maintaining a compensation program for the senior management at a fair and competitive level, consistent with the best interests of the Corporation,
3. periodically review compensation of directors, the Chairman of the Board, the Lead Director and those acting as committee chairs to, among other things, ensure their compensation appropriately reflects the responsibilities they are assuming,
4. fix and determine (and, as it determines to be appropriate, delegate the authority to fix and determine) awards (and the vesting criteria thereof) to employees of stock or stock options pursuant to any of the Corporation's equity-based plans now or from time to time in effect or

otherwise as permitted by applicable legislation, regulatory requirements and policies of the Canadian securities administrators and applicable stock exchanges and exercise such other power and authority as may be permitted or required under those plans,

5. in co-operation with the Corporation's senior management, oversee the human resources policies and programs which are of strategic significance to the Corporation,
6. review all executive compensation and corporate governance related disclosure prior to public disclosure by the Corporation,
7. periodically review with the Board the succession plans relating to the senior positions and make selections of individuals to occupy these positions, and
8. make recommendations, if required, to the Board with respect to the matters listed above.

iii. **Director Candidates**

1. review periodically the competencies, skills and personal qualities required of directors to add value to the Corporation in light of the opportunities and risks facing the Corporation and the Corporation's proposed strategies, the need to ensure that a majority of the Board is comprised of individuals who meet the independence requirements of applicable legislation and stock exchange requirements, and the policies of the Board with respect to director tenure, retirement and succession and director commitments,
2. in co-operation with the Corporation's senior management, oversee an appropriate orientation and education for any new directors in order to familiarize them with the Corporation and its business,
3. actively seek individuals qualified (in context of the Corporation's needs and any formal criteria established by the Board) to become members of the Board for recommendation to the Board of Directors,
4. review the membership and allocation of directors to the various committees of the Board, and the chairs thereof,
5. establish procedures for the receipt of comments from all directors to be included in a periodic assessment of the Board's performance,
6. if the need should arise, approve the engagement of independent advisors for individual directors at the expense of the Corporation, and
7. make recommendations, if required, to the Board with respect to the matters listed above.

**6. MEETINGS**

- a) The CCGNC shall meet at least twice per year and more frequently as circumstances require. All members of the CCGNC should strive to be at all meetings. The CCGNC may request any member of the Corporation's senior management or any of the Corporation's outside advisors to attend meetings of the CCGNC.
- b) The CCGNC may periodically separately meet with senior management and may request any of the Corporation's outside advisors to attend such meetings.
- c) The CCGNC will also meet in camera at each of its regularly scheduled meetings.

- d) The CCGNC shall keep minutes of each meeting of the CCGNC.
- e) Quorum for the transaction of business at any meeting of the CCGNC shall be a majority of the number of members of the CCGNC or such greater number as the CCGNC shall by resolution determine. The powers of the CCGNC may be exercised at a meeting at which a quorum of the CCGNC is present in person or by telephone or other electronic means or by a resolution signed by all members entitled to vote on that resolution at a meeting of the CCGNC. Each member (including the Chair) is entitled to one (but only one) vote in CCGNC proceedings.
- f) Meetings of the CCGNC shall be held from time to time and at such place as a member of the CCGNC may request upon 48 hours prior notice. The notice period may be waived by a quorum of the CCGNC.
- g) The CCGNC may delegate authority to individual members and subcommittees of its members where the CCGNC determines it is appropriate to do so.

## **7. INDEPENDENT ADVICE**

In discharging its mandate, the CCGNC shall have the authority to retain (and authorize the payment by the Corporation of) and receive advice from special legal or other advisors as the CCGNC determines to be necessary to permit it to carry out its duties. The CCGNC shall have the sole authority to appoint and, if appropriate, terminate any consultant used to identify director candidates and to approve the consultant's fees and other retention terms.

## **8. ANNUAL REVIEWS AND EVALUATIONS**

Annually, the CCGNC shall, in a manner it determines to be appropriate:

- a) On behalf of the Board, review and assess the adequacy of the Board Charter and the position descriptions for the Chairman of the Board and Lead Director and recommend to the Board any improvements to the Board Charter or the position descriptions that the CCGNC determines to be appropriate.
- b) On behalf of the Board, conduct a review and evaluation of the performance of the Board and its members and committees, including the compliance of the Board with its Charter. This evaluation will focus on the contribution of the Board to the Corporation and specifically focus on areas in which the directors and senior management believe that the contribution of the Board could be improved.
- c) Review and assess the adequacy of the CCGNC Charter and the position description for its Chair and recommend to the Board any improvements to this Charter or the position description that the CCGNC determines to be appropriate.
- d) Conduct a review and evaluation of the performance of the CCGNC and its members, including the compliance of the CCGNC with this Charter.
- e) Facilitate a review and assessment by the Audit Committee of the adequacy of its Charter and the position description for its Chair and recommend to the Board any improvements to the Audit Committee Charter or the position description that the CCGNC and the Audit Committee determine to be appropriate.
- f) On behalf of the Audit Committee, conduct a review and evaluation of the performance of the Audit Committee and its members, including the compliance of the Audit Committee with its Charter.

## **Schedule 5 - Position Description for CCGNC Chair**

**CRESCITA THERAPEUTICS INC.**  
(the “Corporation”)

### **CHAIR OF THE COMPENSATION, CORPORATE GOVERNANCE AND NOMINATING COMMITTEE**

#### **POSITION DESCRIPTION**

The chair (the “Chair”) is a member of the Compensation, Corporate Governance and Nominating Committee (the “CCGNC”), designated by the board of directors of the Corporation (the “Board of Directors” or the “Board”) to assist the CCGNC in fulfilling its duties effectively and efficiently in accordance with the written charter of the CCGNC (the “Charter”).

This position description is subject to and shall be interpreted in a manner consistent with the Corporation’s constating documents and any applicable legislation (including the *Business Corporations Act* (Ontario) and the rules and policies of the stock exchange on which the Corporation’s securities are listed), all as may be amended or amended and restated from time to time.

The Board of Directors shall review and assess the adequacy of this position description as required from time to time and approve any changes it deems appropriate.

#### **OFFICE**

The designation of the Chair shall take place annually at the first meeting of the Board of Directors after the meeting of the shareholders at which directors of the Board are elected. In the event the designation of Chair is not so made, the director who is then serving as Chair shall continue as Chair until his or her successor is appointed.

#### **REMUNERATION**

The Chair shall receive such remuneration as the Board may determine from time to time.

#### **INDEPENDENCE**

The Chair shall meet the Corporation’s “Categorical Standards for Determining Independence of Directors”, and free of any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgement as the Chair of the CCGNC.

#### **RESPONSIBILITIES**

The Chair will provide leadership to the CCGNC in discharging its mandate as set out in the Charter, including by promoting:

- a thorough understanding by members of the CCGNC and senior management of the duties and responsibilities of the CCGNC,
- cohesiveness among members of the CCGNC, and
- promoting honest and ethical decision making by members of the CCGNC.

The Chair shall be the liaison between the CCGNC, the Board and the Corporation's senior management, promoting open and constructive discussions between members of the CCGNC and each of these parties.

In connection with meetings of the CCGNC, the Chair shall be responsible for:

- recommending procedures to enhance the work of the CCGNC,
- taking the principal initiative in scheduling meetings of the CCGNC,
- organizing and presenting the agenda for CCGNC meetings such that:
  - all of the responsibilities assigned to the CCGNC under the terms of its Charter are discharged on a timely and diligent basis, and
  - members of the CCGNC have input into the agendas,
- monitoring the adequacy of materials provided to the CCGNC by senior management in connection with the CCGNC's deliberations,
- ensuring that members of the CCGNC have sufficient time to review the materials provided to them and to fully discuss the business that comes before the CCGNC,
- presiding over meetings of the CCGNC, and
- reporting to the Board on the activities of the CCGNC as contemplated in the Charter.

On an annual basis, the Chair will facilitate:

- the performance review and evaluation of the CCGNC and its members in accordance with the Charter,
- a review and assessment of the adequacy of the Charter and this position description, and following such review and assessment, make a recommendation to the Board with respect to any changes the CCGNC deems appropriate,
- the performance review and evaluation of the performance of the Board and its members and committees, and
- a review and assessment of the adequacy of other Corporate Governance documents (including the Board Charter, the Audit Committee Charter, the position descriptions for the Chairman of the Board, the Lead Director and the Chair of the Audit Committee, and the Code of Business Conduct and Ethics) and after such review and assessment, make a recommendation to the Board with respect to any changes the CCGNC deems appropriate.

The Chair shall perform such other functions as may be ancillary to the duties and responsibilities described above.

## **Schedule 6 - Audit Committee Charter**

**CRESCITA THERAPEUTICS INC.**  
**(the “Corporation”)**

**AUDIT COMMITTEE CHARTER**

### **1. PURPOSE**

- a) The purpose of the Audit Committee (the “Committee”) is to assist the board of directors of the Corporation (the “Board of Directors” or the “Board”) in fulfilling its responsibilities of oversight and supervision of the accounting and financial reporting practices and procedures, the adequacy of internal accounting controls and procedures and the quality and integrity of the consolidated financial statements of the Corporation and its affiliates. The Committee is also responsible for oversight of the audit process.
- b) The Committee’s principal responsibility is one of oversight. The fundamental responsibility for the company’s financial statements and disclosures rests with management and the external auditor.
- c) In fulfilling its responsibilities, the Committee will have unrestricted access to management and employees of the Corporation, as well as to the external auditor. The Committee will select, retain, oversee, terminate and approve the fees of any external advisor that the Committee deems necessary, including any legal or accounting advisor, to assist it in fulfilling its responsibilities. The Corporation will provide appropriate funding, as determined by the Committee, for any such engagement.
- d) The Committee may also investigate any matter with full access to all books, records, facilities, management and employees of the Corporation.
- e) More specifically the purpose of the Committee is to satisfy itself that:
  - i. The Corporation’s annual financial statements are fairly presented in accordance with International Financial Reporting Standards (“IFRS”) and to recommend to the Board whether the annual financial statements should be approved.
  - ii. The information contained in the Corporation’s quarterly financial statements, annual report and other financial publications, such as management’s discussion and analysis is complete and accurate in all material respects and to recommend to the Board whether these materials should be approved.
  - iii. The Corporation has appropriate systems of internal control and financial reporting to ensure compliance with legal and regulatory requirements.
  - iv. The external audit functions have been effectively carried out and that any matter which the independent auditors wish to bring to the attention of the Board has been addressed. The Committee will also review the qualifications and independence of the external auditors and recommend to the Board the appointment of external auditors and their remuneration.

## **2. COMPOSITION AND TERMS OF OFFICE**

- a) Following each annual meeting of the Corporation where directors are elected, the Board shall appoint three or more directors to serve on the Committee. Such appointees shall not be officers or employees of either the Corporation or its affiliates. Each member of the Committee must be “independent” as defined by National Instrument 52-110 – Audit Committees, as it may be amended or replaced from time to time (“NI 52-110”) and free of any relationship that could, or could reasonably be perceived to, in the opinion of the Board, interfere with the exercise of independent judgment as a member of the Committee. All members of the Committee must be financially literate and be able to read and understand fundamental financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements, including the Corporation’s balance sheet, income statement and cash flow statement, or develop that capability within a reasonable time after appointment.
- b) The chair of Committee (the “Chair”) shall be appointed by the Board and shall not be an officer or employee of the Corporation or its affiliates. The Chair shall be a “financial expert” having an understanding of IFRS and financial statements, internal controls and procedures for financial reporting and, ideally, shall have served as the principal financial officer for another business entity.
- c) No members of the Committee shall receive, other than for service on the Board or the Committee or other committees of the Board, any consulting, advisory, or other compensatory fee from the Corporation or its affiliates.
- d) Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director of the Corporation. Each member of the Committee shall hold office until the close of the next annual meeting of the Corporation or until the member resigns or is replaced, whichever first occurs. The Board shall fill vacancies on the Committee by election from among the Board as soon as practicable prior to the next scheduled meeting of the Committee. If and whenever a vacancy exists on the Committee, the remaining members may exercise all powers of the Committee so long as a quorum remains.
- e) The Committee will meet at least four times per year. The meetings will be scheduled to permit timely review of the interim and annual financial statements of the Corporation and its affiliates. Additional meetings may be held as deemed necessary by the Chair or as requested by any member of the Committee or by the external auditors.
- f) Meetings of the Committee shall be held from time to time and at such place as any member of the Committee shall determine upon prior notice to each of the other Committee members. If all members consent, and proper notice has been given or waived, a member or members of the Committee may participate in a meeting of the Committee by means of telephone, electronic or other such communication facilities as to permit all persons participating in the meeting to communicate adequately with each other, and a member participating in such a meeting by any such means is deemed to be present at that meeting.
- g) A quorum for the transaction of business at all meetings of the Committee shall be a majority of the members of the Committee. Questions arising at any meeting shall be determined by a majority of votes of the members of the Committee present, except where only two members are present, in which case any question shall be decided unanimously.
- h) The Committee may invite such directors, officers and employees of the Corporation as it may see fit from time to time to attend meetings of the Committee and assist in the discussion and consideration of the business of the Committee, but without voting rights.

- i) The Committee shall keep regular minutes of proceedings and shall cause them to be recorded in books kept for that purpose and shall report the same to the Board at such times as the Board may, from time to time, require.
- j) The Committee shall choose as its secretary such person as it deems appropriate.
- k) Supporting schedules and information reviewed by the Committee will be available for examination by any director upon request to the secretary of the Committee.
- l) The external auditors shall be given notice of, and have the right to appear before and to be heard at, every meeting of the Committee, and shall appear before the Committee when requested to do so by the Committee.

### 3. RESPONSIBILITIES

- a) Subject to the powers and duties of the Board, the Board hereby delegates to the Committee the following powers and duties to be performed by the Committee on behalf of and for the Board:
  - i. **Financial Reporting Control.** The Committee shall:
    - 1. review reports from senior officers of the Corporation, outlining any significant changes in financial risks facing the Corporation;
    - 2. review the management letter of the external auditors and responses to suggestions made;
    - 3. review any new appointments to senior positions of the Corporation or its affiliates, with financial reporting responsibilities;
    - 4. obtain assurance from the external auditors regarding the overall control environment and the adequacy of accounting system controls; and
    - 5. obtain annually a report from the Chief Executive Officer and the Chief Financial Officer on the adequacy of the Corporation's internal controls and disclosure controls and procedures.
    - 6. assess the overall effectiveness of the internal control and risk management frameworks through discussions with management and the external auditors and assess whether recommendations made by the external auditors have been implemented by management.
  - ii. **Interim Financial Statements.** The Committee shall:
    - 1. review interim financial statements with officers of the Corporation prior to their release and recommend their approval to the Board. This will include a detailed review of quarterly and year-to-date results;
    - 2. review the Corporation's management's discussion and analysis accompanying interim financial statements; and
    - 3. review the press releases accompanying interim financial statements.
  - iii. **Annual Financial Statements and Other Financial Information.** The Committee shall:
    - 1. review any changes in accounting policies or financial reporting requirements that may affect the current year's financial statements;

2. obtain summaries of significant transactions and other potentially difficult matters whose treatment in the annual financial statements merit advance consideration;
  3. obtain draft annual financial statements in advance of the Committee meeting and assess, on a preliminary basis, the reasonableness of the financial statements in light of the analyses provided by officers of the Corporation;
  4. review any pending or threatened litigation, claims and assessments that could have a material effect upon the financial position or operating results of the Corporation and the appropriateness of the disclosure thereof in the documents reviewed by the Committee;
  5. discuss the annual financial statements and the auditors' report thereon in detail with officers of the Corporation and its auditors;
  6. review the annual report and other annual financial reporting documents, including management's discussion and analysis and press release;
  7. provide to the Board a recommendation as to whether the annual financial statements should be approved;
  8. review insurance coverage including directors' and officers' liability coverage ; and
  9. review the Corporation's Annual Information Form and ensure compliance with Form 52-110F1 – Audit Committee Information Required in an AIF.
- iv. **External Audit Terms of Reference, Reports, Planning and Appointment**. The Committee shall:
1. ensure that the external auditor explicitly acknowledges that they are ultimately and directly accountable to the Board and the Committee as representatives of the shareholders;
  2. review the audit plan with the external auditors;
  3. specify its expectations of the external auditors, including the expected relationship between the external auditors and the Committee;
  4. discuss in private with the external auditors matters affecting the conduct of their audit and other corporate matters, including:
    - the quality (not only acceptability) of IFRS accounting principles;
    - the quality of internal controls;
    - the appropriateness of financial statement disclosures;
    - the relationships between the external auditors and the Corporation, its management or employees;
    - the risks or exposures facing the Corporation; and
    - any other matters the external auditors may wish to bring to the attention of the Committee.
  5. recommend to the Board each year the retention or replacement of the external auditors. This process shall include establishment of criteria for and an ongoing assessment of the continued independence of the external auditor. If there is a plan to change auditors, review all issues related to the change and the steps planned for an orderly transition;

6. where there are significant unsettled issues between management and the external auditor that do not affect the audited financial statements, ensure that there is an agreed course of action leading to the resolution of such matters; and
  7. annually review and recommend for approval to the Board the terms of engagement and the remuneration of the external auditors.
- v. **Other Matters.** The Committee shall:
1. pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the issuer's external auditor or delegate such pre-approval of non-audit services to a member or certain members of the Committee, provided that the member or members shall notify the Committee at each Committee meeting of the non-audit services approved since the last Committee meeting;
  2. review periodically management reports assessing the adequacy and effectiveness of the Corporation's disclosure controls and procedures;
  3. establish procedures for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements and the related management's discussion and analysis;
  4. establish procedures for the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and
  5. establish procedures for the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.

#### 4. LIMITATIONS ON COMMITTEE'S DUTIES

In contributing to the Committee's discharge of its duties, each member of the Committee shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended or may be construed as imposing on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which any member of the Board may be otherwise subject.

Members of the Committee are entitled to rely, absent actual knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, (ii) the accuracy and completeness of the information provided, (iii) representations made by management of the Corporation as to the non-audit services provided to the Corporation by the external auditor, (iv) financial statements of the Corporation represented to them by a member of management or in a written report of the external auditors to present fairly the financial position of the Corporation in accordance with IFRS, and (v) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

#### 5. MEETINGS

- a) The Committee shall meet at least four times per year and more frequently as circumstances require. All members of the Committee should strive to be at all meetings. The Committee may request any member of the Corporation's senior management or any of the Corporation's outside advisors or auditor to attend meetings of the Committee.
- b) The Committee, or any member thereof, may periodically separately meet with senior management and may request any of the Corporation's outside advisors or auditor to attend such meetings.

- c) The Committee will also meet in camera at each of its regularly scheduled meetings.
- d) Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall by resolution determine. The powers of the Committee may be exercised at a meeting at which a quorum of the Committee is present in person or by telephone or other electronic means or by a resolution signed by all members entitled to vote on that resolution at a meeting of the Committee. Each member (including the Chair) is entitled to one (but only one) vote in Committee proceedings.
- e) The Committee shall keep minutes of each meeting of the Committee.
- f) Meetings of the Committee shall be held from time to time and at such place as a member of the Committee may request upon 48 hours prior notice. The notice period may be waived by a quorum of the Committee.
- g) The Committee may delegate authority to individual members and subcommittees of its members where the Committee determines it is appropriate to do so.

## **6. INDEPENDENT ADVICE**

In discharging its mandate, the Committee shall have the authority to retain, at the expense of the Corporation, special advisors as the Committee determines to be necessary to permit it to carry out its duties.

## **7. ACCOUNTABILITY**

- a) The Committee shall report to the Board at its next regular meeting all such action it has taken since the previous report.
- b) The Committee is empowered to investigate any activity of the Corporation and all employees are to co-operate as requested by the Committee. The Committee may retain persons having special expertise to assist it in fulfilling its responsibilities.
- c) The Committee is authorized to request the presence at any meeting, but without voting rights, of a representative from the external auditors, senior management, legal counsel or anyone else who could contribute substantively to the subject of the meeting and assist in the discussion and consideration of the business of the Committee, including directors, officers and employees of the Corporation.

## **8. ANNUAL REVIEW AND EVALUATION**

Annually, the Committee shall, in a manner it determines to be appropriate:

- a) review and assess the adequacy of this Charter and the position description for the Chair of the Committee and make recommendations to the Compensation, Corporate Governance and Nominating Committee of the Board (“CCGNC”) for any improvements the Committee determines to be appropriate.
- b) Annually, through the CCGNC, conduct a review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with this Charter.

## **Schedule 7 - Position Description for Audit Committee Chair**

**CRESCITA THERAPEUTICS INC.**  
(the “Corporation”)

**CHAIR OF THE AUDIT COMMITTEE**

### **POSITION DESCRIPTION**

The chair (the “Chair”) is a member of the Audit Committee, designated by the board of directors of the Corporation (the “Board of Directors” or the “Board”) to assist the Audit Committee in fulfilling its duties effectively and efficiently in accordance with the written charter of the Audit Committee (the “Charter”).

The Board of Directors shall review and assess the adequacy of this position description as required from time to time and approve any changes it deems appropriate.

### **OFFICE**

The designation of the Chair shall take place annually at the first meeting of the Board after the meeting of the shareholders at which directors of the Board are elected. In the event the designation of Chair is not so made, the director who is then serving as Chair shall continue as Chair until his or her successor is appointed.

### **REMUNERATION**

The Chair shall receive such remuneration as the Board may determine from time to time.

### **INDEPENDENCE**

The Chair shall meet the Corporation’s “Categorical Standards for Determining Independence of Directors”, and be free of any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgement as the Chair of the Audit Committee.

### **RESPONSIBILITIES**

The Chair will provide leadership to the Audit Committee in discharging its mandate as set out in its Charter, including by promoting:

- a thorough understanding by members of the Audit Committee and senior management of the duties and responsibilities of the Audit Committee, and
- cohesiveness among members of the Audit Committee.

The Chair shall be the liaison between the Audit Committee, the Board and the Corporation’s senior management, promoting open and constructive discussions between members of the Committee and each of these parties.

In connection with meetings of the Audit Committee, the Chair shall be responsible for:

- recommending procedures to enhance the work of the Committee,
- taking the principal initiative in scheduling meetings of the Audit Committee,

- organizing and presenting the agenda for Audit Committee meetings such that:
  - all of the responsibilities assigned to the Audit Committee under the terms of its Charter are discharged on a timely and diligent basis, and
  - members of the Audit Committee have appropriate input into the agendas,
- monitoring the adequacy of materials provided to the Audit Committee by senior management and the independent auditors in connection with the Audit Committee's deliberations,
- ensuring that members of the Audit Committee have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Audit Committee, and
- presiding over meetings of the Audit Committee.

On an annual basis, the Chair will facilitate:

- the performance review and evaluation of the Audit Committee and its members in accordance with its Charter, and
- a review and assessment of the adequacy of the Charter and this position description, and following such review and assessment, make a recommendation to the Board with respect to any improvements the Audit Committee deems appropriate.

The Chair shall perform such other functions as may be ancillary to the duties and responsibilities described above and as may be delegated to the Chair by the Audit Committee or the Board from time to time.

## **Schedule 8 - Position Description for the Chief Executive Officer**

**CRESCITA THERAPEUTICS INC.**  
(the “Corporation”)

**CHIEF EXECUTIVE OFFICER**

### **APPOINTMENT AND TERM**

- The board of directors of the Corporation (the “Board of Directors” or the “Board”) shall appoint the chief executive officer (the “CEO”) of the Corporation for such term or terms as the Board deems advisable.
- The performance of the CEO shall be evaluated at least annually by the Board. The CEO may be removed or replaced at any time by the Board.

### **GENERAL STATEMENT OF RESPONSIBILITIES**

1. The CEO shall be directly accountable to the Board for all activities of the Corporation and shall report to the Board and to the respective committees of the Board (the “Board Committees”) as requested from time to time by the Chairman of the Board and the Chairs of the Board Committees.
2. The CEO shall have the primary responsibility and decision-making authority for the day-to-day management of the business and affairs of the Corporation. The CEO shall provide leadership and vision for the effective management and profitability of the Corporation, including the development of short-term and long-term strategies with the goal of increasing shareholder value and the growth of the Corporation and for conformity with corporate policies adopted by the Board.
3. In discharging his/her responsibilities, the CEO will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and will act honestly, ethically, in good faith and in compliance with applicable laws with a view to the best interests of the Corporation. In general terms, the CEO will:
  - a. in consultation with the Board of the Corporation, define the strategic plan(s) and principal objective(s) of the Corporation;
  - b. carry out the management of the business and affairs of the Corporation with the goal of achieving the Corporation’s principal objective(s) as defined in consultation with and approved by the Board; and
  - c. discharge the duties imposed by the Board and applicable laws.

## **SPECIFIC RESPONSIBILITIES**

Without limiting the generality of the responsibilities of the CEO as described above, the CEO shall have the following specific responsibilities. The CEO shall:

### **1. Leadership and Vision**

- a. Establish with the Board the vision and values of the Corporation with a focus on creating value for the shareholders;
- b. Communicating on behalf of the Corporation with shareholders, other stakeholders, government entities and the public;
- c. Develop in consultation with the Board, and recommend to the Board for adoption, a short-term and long-term strategic plan consistent with the vision and values of the Corporation;
- d. Identify business opportunities which are consistent with the vision, values and strategic plan of the Corporation;
- e. Set the tone for the Corporation so as to promote and foster an ethical and responsible culture that supports the attainment of the Corporation's strategic and operational objectives; and
- f. Provide the executive leadership necessary to guide and inspire the employees of the Corporation to ensure the long-term success of the Corporation and to promote the Corporation's goal of profitability and growth in an ethical and responsible manner.

### **2. Business Management**

- a. Manage the Corporation in accordance with the strategic plan adopted by the Board and within the limits of authority delegated to the CEO by the Board from time to time;
- b. Develop annual objectives and periodic business, capital and operating plans and budgets for the Corporation that are consistent with the strategic plan of the Corporation, recommend such objectives, plans and budgets to the Board for adoption, monitor corporate performance relative to the foregoing and provide periodic reports to the Board on such performance;
- c. Ensure the efficient acquisition and allocation of the financial, human and other resources required by the Corporation to achieve its strategic plan and objectives;
- d. Recommend to the audit committee and the board the adoption of, and oversee the implementation of, effective internal controls, monitoring and performance standards and systems relative to the utilization of all corporate resources;
- e. Ensure appropriate and timely disclosure of material information with respect to the Corporation's business and affairs; and
- f. Participate in the marketing of the Corporation to investors and oversee the capital-raising activities of the Corporation as approved by the Board.

### **3. Human Resources Management**

- a. Develop and maintain an effective organizational structure that reflects operational needs and defines the authority and responsibility of management; and
- b. Manage the human resources of the Corporation, including:

- i. succession planning and development processes for the CEO, senior and other management;
- ii. put in place an executive team and other senior management as required for corporate success, including making recommendations to the Board for the appointment of the executive officers;
- iii. counsel and monitor the performance of the executive officers;
- iv. make recommendations to the Board on salary levels, bonuses, and equity-based compensation for the executive officers, as well as equity-based compensation for employees of the Corporation; and
- v. ensure the Corporation implements the necessary human resources policies to attract, retain and motivate employees as required for corporate success.

#### **4. Governance and Risk Management**

- a. Ensure the development of processes and policies necessary or useful for the Corporation to achieve its strategic plan and objectives, and recommend processes and policies to the Board for approval, as appropriate;
- b. Oversee the development of, the implementation of, and compliance with, appropriate systems, including those to:
  - i. ensure socially responsible and ethical behaviour of the Corporation and its employees;
  - ii. identify and manage the principal business risks of the Corporation and implement appropriate systems, processes and procedures to monitor and mitigate such risks;
  - iii. ensure the integrity of the Corporation's internal control, management information systems and financial reporting;
  - iv. ensure high standards of safety, health, environmental protection and quality that are compliant with all relevant laws and regulations and maintain the Corporation's high standards of social responsibility;
  - v. ensure disclosure controls and procedures that are compliant with all relevant laws and regulations; and
  - vi. ensure compliance with all applicable laws and regulatory requirements.

#### **5. Board Relations**

- a. Work in close collaboration with the Chairman of the Board, the Chair of each Board Committee and the Lead Director to:
  - i. bring decisions to be made by the Board and Board Committees and other matters of importance to the Board's and Board Committees' attention in a timely manner; and
  - ii. set Board and Board Committee agendas and provide timely and relevant information to the Board and Board Committees so as to enable the Board and Board Committees to effectively discharge their obligations in accordance with their respective charters; and
- b. Ensure, in collaboration with the Chairman of the Board, there is an effective relationship between management and the Board.

**6. External Relationship Management**

- a. Serve as the Corporation's chief spokesperson, and communicate and promote positive relationships with the shareholders of the Corporation, customers and external stakeholders including financial institutions, local communities where the Corporation and its subsidiaries operate, government agencies, regulators, legislators, non-governmental organizations, and the public at large;
- b. Identify and, in an ethical and responsible manner, develop and leverage business relationships supporting the attainment of the strategic plan and objectives of the Corporation; and
- c. Represent the Corporation in industry associations, where appropriate, to advance the interests of the Corporation.

**7. Other**

- a. Carry out any other appropriate duties and responsibilities assigned by the Board from time to time.
- b. The CEO may delegate certain operational duties to and receive reports and recommendations from any member of the executive team of the Corporation. Such delegation shall not relieve the CEO from his/her responsibilities.